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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In Re
PG&E CORPORATION
and
PACIFIC GAS AND ELECTRIC
COMPANY,
Debtors.

Bankruptcy Cases
19-30088-DM (Lead Case)
19-30089-DM

(Jointly Administered)

**REPLY TO PRELIMINARY RESPONSE IN
OPPOSITION TO PHILIP VERWEY
FARMS' ("PVF") MOTION FOR RELIEF
FROM AUTOMATIC STAY TO EXERCISE
SETOFF PURSUANT TO 11 U.S.C. §§ 362
AND 553**

(In regards to ECF No. 1141-1152, 1817)

☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Corporation
☒ Affects both Debtors

**All papers shall be filed in the Lead Case
No. 19-30088 DM

Date: May 9, 2019
Time: 9:30 am
Place: United States Bankruptcy Court,
Courtroom 17, 16th Floor, San Francisco, CA
94102

1 TO THE COURT AND ALL PARTIES AND THEIR RESPECTIVE ATTORNEYS OF RECORD:

2 Creditor Philip Verwey d/b/a Philip Verwey Farms (hereinafter, "PVF"), by and through his
3 undersigned counsel, hereby submits this reply in response to Debtors PG&E Corporation's and
4 Pacific Gas and Electric Company's (collectively, "PG&E") *Preliminary Response In Opposition To*
5 *Philip Verwey Farms' Motion For Relief From Automatic Stay To Exercise Setoff Pursuant to 11*
6 *U.S.C. §§ 362 and 553* (hereinafter, "Opposition"). See Dkt. No. 1817. The Opposition was filed in
7 response to PVF's *Motion for Relief From Automatic Stay To Exercise Setoff Pursuant to 11 U.S.C.*
8 *§§ 362 and 553* (hereinafter, "Motion"). See ECF No. 1141-1152.

9 In the Opposition, PG&E argues PVF is not entitled to exercise a setoff because (1) PVF has
10 filed an amended proof of claim asserting a right to setoff and (2) the Motion is overly broad,
11 premature, and inappropriate as it is not the proper vehicle for a full adjudication of the merits. PG&E
12 relies on *In re Brown & Cole Stores, LLC*, 375 B.R. 873 (B.A.P. 9th Cir. 2007) and *In re Luz Int'l,*
13 *Ltd.*, 219 B.R. 837 (B.A.P. 9th Cir. 1998), for the propositions that setoffs are not permitted until a
14 bankruptcy court fully adjudicates the claims. However, these arguments are misguided as they are
15 wholly premised on the notion PVF is requesting the Court fully adjudicate all of PVF's claims
16 against PG&E.

17 First, the Motion and the authorities in which it relies do not purport to request such relief. A
18 complete reading of the Motion shows PVF is requesting a declaration and relief from the automatic
19 stay for PVF to exercise its right to setoff. In support of its motion, PVF has offered good cause and
20 evidenced the mutual debts by PVF's proof of claim and the invoices for utility and interconnection
21 charges. See ECF No. 1146-1152. The Motion expressly asserts that the "mutual debts between
22 creditor and debtor *are not required to be liquidated or non-contingent* to effect a setoff," clearly
23 running contrary to the Opposition's assertion that PVF seeks a determination on liability and on
24 whether PCF's claims are liquidated or non-contingent. See Motion, ECF No. 1143, pg. 16.

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1 Second, the Opposition’s authorities do not carry the holdings for which they are cited. As this
2 Court is fully aware, in *In re Brown & Cole Stores*, the appellate court remanded the case for further
3 proceedings because the creditor had not established that a right of setoff existed. *In re Brown, supra*,
4 375 B.R. at 880. The appellate court explained that “mutuality does not exist in the absence of a debt
5 *owing from the creditor*” and that the debtor merely alluded to a breach that potentially created a debt
6 owed to the debtor for which a setoff could be applied. *Id.* at 880-81. This case is clearly
7 distinguishable because PVF has fully evidenced its prepetition debt to PG&E, the debtor, through
8 invoices of the usage and interconnection charges. PVF’s proof of claim also evidences PG&E’s debt
9 to PVF, which establishes the mutuality necessary to establish a right to setoff. *See* 11 U.S.C. § 502(a)
10 (“A claim or interest...is deemed allowed, unless a party in interest...objects.”).

11 In *In re Lutz Int’l*, 219 B.R. 837, 841 (B.A.P. 9th Cir. 1998), the bankruptcy court granted a
12 motion for relief from stay and authorized the creditor to setoff and receive a specific amount in an
13 account held by a third party. The appellate court reversed finding error based on the bankruptcy court
14 making a final adjudication and directing the third party’s compliance. *Id.* at 848. Contrary to *In re*
15 *Lutz*, the Motion seeks a declaration and relief to exercise a setoff, not a final adjudication as to
16 liability or to whether the claims are liquidated or non-contingent. Further, the Motion seeks relief
17 directly from PG&E, the debtor, and not from a third party holding funds belonging to PVF, the
18 creditor. Therefore, this case is inapplicable to the instant case.

19 Finally, the Motion is prime and ripe for the Court’s consideration as there is no other vehicle
20 to adequately protect PVF’s interests. PG&E is the only utility servicer in the area with near
21 omnipotent power to forcibly shut down PVF’s businesses, and any other businesses for that matter,
22 by ceasing its utility services for PVF’s unpaid prepetition charges. However, PVF is required to
23 withhold those funds in order to preserve and assert its setoff rights against PG&E. Thus, without such
24 relief, PVF runs the risk everyday of having its power shut off and has no guarantee or protection that
25 PG&E will not interfere with its utility services. There is no “line” to jump because PVF is not
26 seeking distribution from the estate over other creditors; PVF is only seeking that relief necessary to
27 preserve and exercise its right to setoff debts which already existed prior to PG&E’s bankruptcy
28 petition.

1 Based on the above, this Court should grant PVF's Motion for declaratory relief and for relief
2 from automatic stay to exercise a setoff. In addition, PVF requests the Court grant PVF temporary
3 injunctive relief in conjunction with the above relief under its authority under section 105(a) of the
4 Bankruptcy Code, to prevent PG&E from disrupting, suspending, disconnecting, or otherwise
5 interfering with PVF's utility services to enforce its debt on account of unpaid prepetition charges
6 until resolution of PVF's setoff rights, and any other such relief that the Court deems appropriate and
7 necessary.

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9 Dated: May 7, 2019

McCORMICK, BARSTOW, SHEPPARD,
WAYTE & CARRUTH LLP

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11
12 By: /s/ H. Annie Duong
13 H Annie Duong
14 Attorneys for Creditor
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1 **PROOF OF SERVICE**

2 **STATE OF CALIFORNIA, COUNTY OF FRESNO**

3 At the time of service, I was over 18 years of age and **not a party to this action**. I am
4 employed in the County of Fresno, State of California. My business address is 7647 North Fresno
Street, Fresno, CA 93720.

5 On May 7, 2019, I served true copies of the following document(s) described as:

6 **REPLY TO PRELIMINARY RESPONSE IN OPPOSITION TO PHILIP VERWEY**
7 **FARMS' ("PVF") MOTION FOR RELIEF FROM AUTOMATIC STAY TO EXERCISE**
SETOFF PURSUANT TO 11 U.S.C. §§ 362 AND 553

8 on the interested parties in this action as follows:

9 **SEE ATTACHED SERVICE LIST**

10 **BY MAIL:** I enclosed the document(s) in a sealed envelope or package addressed to the
11 persons at the addresses listed in the Service List that opted out of electronic notice by CM/ECF and
12 placed the envelope for collection and mailing, following our ordinary business practices. I am
13 readily familiar with this business's practice for collecting and processing correspondence for mailing.
On the same day that the correspondence is placed for collection and mailing, it is deposited in the
ordinary course of business with the United States Postal Service, in a sealed envelope with postage
fully prepaid.

14 **BY CM/ECF NOTICE OF ELECTRONIC FILING:** I electronically filed the document(s)
15 with the Clerk of the Court by using the CM/ECF system. Participants in the case who are registered
CM/ECF users will be served by the CM/ECF system. Participants in the case who are not registered
CM/ECF users will be served by mail or by other means permitted by the court rules.

16 I declare under penalty of perjury under the laws of the State of California that the foregoing is
17 true and correct.

18 Executed on May 7, 2019, at Fresno, California.

19
20 /s/ Dawn M. Houston
Dawn M. Houston

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